

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO

In re:	:	X
	:	:
THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,	:	PROMESA
	:	Title III
as representative of	:	
	:	Case No. 17-BK-3283 (LTS)
THE COMMONWEALTH OF PUERTO RICO <i>et al.</i> ,	:	(Jointly Administered)
	:	
Debtors. ¹	:	
	:	
	X	

**URGENT MOTION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
LEAVE TO EXCEED PAGE LIMITS IN ITS OMNIBUS REPLY IN SUPPORT OF ITS
MOTION FOR ORDER GRANTING DERIVATIVE STANDING TO ACT ON BEHALF
OF TITLE III DEBTORS FOR CERTAIN LIMITED PURPOSES AND OTHER
RELATED RELIEF WITH RESPECT TO RESTRUCTURING OF GOVERNMENT
DEVELOPMENT BANK FOR PUERTO RICO**

¹ The Debtors in these title III cases, along with each Debtor's respective title III case number listed as a bankruptcy case number due to software limitations and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481), (ii) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686), (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808), (iv) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474), and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747).

To the Honorable United States District Court Judge Laura Taylor Swain:

The Official Committee of Unsecured Creditors of all Title III Debtors (other than COFINA) (the “Committee”) respectfully submits this urgent motion (the “Urgent Motion”) requesting entry of an order, substantially in the form of Exhibit A, allowing it to exceed the fifteen page limit set forth in the *Sixth Amended Notice, Case Management and Administrative Procedures* [Docket No. 3804-1] (“Case Management Procedures”) for the Committee’s omnibus reply (the “Omnibus Reply”) to the objections (the “Objections”)² filed to the *Official Committee of Unsecured Creditors’ Motion for Order Granting Derivative Standing to Act on Behalf of Title III Debtors for Certain Limited Purposes and Other Related Relief with Respect to Restructuring of Government Development Bank for Puerto Rico* [Docket No. 3881] (the “Derivative Standing Motion”), and respectfully represents as follows:

JURISDICTION AND VENUE

1. The United States District Court for the District of Puerto Rico has subject matter jurisdiction over this matter pursuant to section 306(a) of PROMESA.

2. Venue is proper pursuant to section 307(a) of PROMESA.

BASIS FOR RELIEF REQUESTED

3. On September 6, 2018, the Committee filed its Derivative Standing Motion. On September 21, 2018, two (2) separate Objections were filed in response to the Derivative Standing Motion. The combined briefing of the two Objections totaled approximately forty-eight (48) pages.

² *Objection of Financial Oversight and Management Board to Official Committee of Unsecured Creditors’ Motion for Order Granting Derivative Standing to Act on Behalf of Title III Debtors for Certain Limited Purposes and Other Related Relief with Respect to Restructuring of Government Development Bank for Puerto Rico* [Docket No. 3959, filed September 21, 2018]; *Objection of the Government Development Bank for Puerto Rico and the Puerto Rico Fiscal Agency and Financial Advisory Authority to the Official Committee of Unsecured Creditors’ Derivative Standing Motion* [Docket No. 3881] [Docket No. 3961, filed September 21, 2018].

4. Pursuant to the Court's scheduling order with respect to the Derivative Standing Motion, the Committee's deadline to reply to the Objections is September 28, 2018 at 11:59 p.m. (AST).

5. Pursuant to Paragraph I.E of the Case Management Procedures, memoranda of law in support of replies are limited to fifteen (15) pages unless prior permission has been granted.

6. In the interest of efficiency and for the convenience of the Court, the Committee intends to file a **single** Omnibus Reply combining the Committee's replies to each of the two Objections. However, given the length of the Objections that are to be addressed in the Omnibus Reply and the complexity of the legal issues raised in the Objections, the Committee will not be able to meet the fifteen (15) page limit for such a combined reply brief.

7. Accordingly, the Committee respectfully seeks to file a single, coordinated Omnibus Reply that will not exceed thirty (30) pages in length, exclusive of the cover page, table of contents, table of authorities, signature page, exhibits, and the certificate of service.

8. The Committee submits that its request is reasonable and appropriate in light of the circumstances described above.

9. Pursuant to Section I.H. of the *Sixth Amended Notice, Case Management and Administrative Procedures* [Docket No. 3804-1], undersigned counsel certifies that it has engaged in reasonable, good-faith communications with counsel to other interested parties. Moreover, in accordance with Local Bankruptcy Rule 9013-1(a)(2), undersigned counsel certifies that counsel has carefully examined the matter and concluded that there is a true need for expedited consideration of the Urgent Motion, and that the movant has not created the urgency through lack of due diligence on its part. The undersigned further certifies that movant

made a bona fide and good faith effort to resolve the matter without a hearing. Counsel conferred with counsel for GDB, AAFAF, and the Oversight Board regarding the Urgent Motion, and **neither counsel to GDB/AAFAF nor counsel for the Oversight Board object to the relief requested in the Urgent Motion.**

NOTICE

10. Notice of this Motion has been provided to the following entities, or their counsel, if known: (i) the U.S. Trustee; (ii) the Office of the United State Attorney for the District of Puerto Rico; (iii) the Oversight Board; (iv) the Puerto Rico Fiscal Agency and Financial Advisory Authority; (v) the official committee of retirees; (vi) the insurers of the bonds issued or guaranteed by the Debtors; (vii) counsel to certain ad hoc groups of holders of bonds issued or guaranteed by the Debtors;³ and (viii) all parties that have filed a notice of appearance in the Title III Cases.

NO PRIOR REQUEST

11. No previous request for the relief sought herein has been made by the Committee to this or any other court.

[Remainder of page intentionally left blank.]

³ Which include the Mutual Fund Group, the Ad Hoc Group of General Obligation Bondholders, the COFINA Senior Bondholders' Coalition, and the QTCB Noteholder Group, each as such group is defined at Docket Nos. 28, 68, 216, and 134, respectively.

WHEREFORE, the Committee respectfully requests that this Court enter an order substantially in the form attached hereto as Exhibit A, granting the relief requested herein and such other and further relief as this Court deems appropriate.

Dated: September 26, 2018

/s/ G. Alexander Bongartz

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- and -

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